

# RECONSTITUTED ANNUAL GENERAL MEETING MINUTES

STUDENT ASSOCIATION OF DURHAM COLLEGE AND UOIT

GYM #1, GORDON WILLEY BUILDING, NORTH CAMPUS

APRIL 3, 2013

5:00PM – 11:00PM

## BOARD OF DIRECTORS PRESENT:

Josh Bickle, Acting Chair  
Jeremy Baarbe, Vice Chair  
Jeff Everingham  
Kyle Kellar  
Fatema Sarwar  
Sriharan Thiyagarajah  
Carly Valcheff

## STUDENT ASSOCIATION LEADERSHIP TEAM PRESENT:

Rachel Calvelli, President  
Stephanie Mole, Vice President of College Affairs  
Kayla Russell, Associate Vice President of College Affairs  
Derek Fullerton, Vice President of Campus Life  
Michelle Lee, Vice President of Campus Clubs

## REGRETS:

Stephen Dawson  
Jacob Radziwinowski

## GUESTS:

Nick Pasquino, Lawyer, Borden Ladner Gervais  
Nick McAlister, Articling Student, Borden Ladner Gervais

## STUDENT ASSOCIATION STAFF:

Jaime Beagan, Senior Manager of Hospitality  
Dino Erodoutou, Director of Operations  
Donna Judson, Office and Health Plan Coordinator  
Jennifer Junkin, Graphic Designer  
Dan MacInally, Facilities Manager  
Kelly Morrison, Marketing and Communications Manager  
Reisha Prasad, News and Media Coordinator

## MINUTE TAKER:

Donna Judson, Office and Health Plan Coordinator  
Kelly Morrison, Manager of Marketing and Communications

## OPENING:

Donna Judson called the meeting to order at 5:28pm

Chair reported quorum was met.

AGENDA ITEM	DISCUSSION	ACTION ITEM/FOLLOW UP
APPOINTMENT OF CHAIR FOR AGM	<p><b>Appointment of Chair</b></p> <p>Donna Judson reported that unfortunately the Board of Directors does not have a Chair at this time. The Board would like to request the Membership to approve the appointment of Josh Bickle as Chair of the AGM.</p> <p>Moved by Sean Kell; seconded by Jeff Everingham;</p> <p><b>That the Student Association Members at Durham College and UOIT approve appointing Josh Bickle as Chair of the AGM</b></p> <p><b>Motion Carried</b></p>	
WELCOME AND INTRODUCTIONS	<p>Chair, Josh Bickle, welcomed students to the reconstituted AGM.</p> <p>He stated that no new business would be added to the agenda.</p>	
CONFLICT OF INTEREST	<p>Rachel Calvelli declared a conflict of interest to the Oust the President Approval.</p>	
APPROVAL OF THE AGENDA	<p><b>Approval of the Agenda</b></p> <p>Moved by Jeff Everingham; seconded by Tyler Packet;</p> <p><b>That the Student Association at Durham College and UOIT amend the agenda and move the Member Proposal i) Oust the President to first on the agenda.</b></p> <p><b>Motion Carried</b></p> <p>Rachel Calvelli abstained from the vote.</p> <p>Moved by Jeff Everingham; seconded by Tyler Packet;</p> <p><b>That the Student Association at Durham College and UOIT approve the amended agenda.</b></p> <p><b>Motion Carried</b></p>	
APPROVAL OUST THE PRESIDENT	<p><b>Oust the President</b></p> <p>Moved by Sean Kell; seconded by Vinayak Ethiraju;</p> <p><b>That the Student Association at Durham College and UOIT oust the current Student Association President from power and remove her authority.</b></p> <p>Kyle Kellar, Board of Director, gave an overview of the legal investigation that was conducted and read the issued statement from March 10, 2013. The final report from the investigation was submitted to the Board on February 20, 2013.</p> <p>Nick Pasquino explained he is at the AGM to assist the Chair with running the meeting. He explained the Board of Directors represent the Student Association as a whole and have fiduciary duties to protect the organization. The Members can vote how they want.</p>	



	<p>Vinayak Ethiraju inquired why the Members were not presented the original report. The letter that was provided was not useful. If there were no level 3 violations what about other level of violations? Chair reported that the Board had to ensure that they protect the privacy of the parties involved and the organization from litigation. Jeff Everingham reminded the Members that there is less than one month left in the Presidents term and with no GM in place to help run the organization. He feels that to oust the President would be a bad decision when there were no grade 3 violations. A new president will soon be taking office and ousting the President will cause further chaos to the situation. Sean Kell – What will happen if the President is ousted? Chair – The Board has not discussed an action plan.</p> <p>Moved by Vinayak Ethiraju; seconded by Sean Kell;</p> <p><b>That the Student Association at Durham College and UOIT Membership vote by secret ballot.</b> <b>Motion Carried</b></p> <p>Ballots were handed out to the Members to vote. The Chair reviewed the voting rules to the Members. Staff counted the ballots.</p> <p>The Chair reported that the vote was 2/3 majority of Members in favour of the President to be ousted. <b>Motion Carried</b></p> <p>Rachel Calvelli and Jeff Everingham left the AGM at 6:06 pm</p>	
APPROVAL OF BY-LAW AMENDMENTS	<p><b><u>By-Law Amendments</u></b></p> <p>Moved by Sean Kell; seconded by Chantal James;</p> <p><b>That the Student Association at Durham College and UOIT Membership approve the By-Law amendments presented by the Board of Directors.</b> <b>Motion Carried</b></p> <p>Moved by Vinayak Ethiraju; seconded Ryan Thompson;</p> <p><b>That the Student Association at Durham College and UOIT include all the By-Law amendments approved at the November 1, 2012 AGM meeting be included in the approvals.</b> <b>Motion Carried</b></p> <p>Jeremy Baarbe has proposed by-law amendments and would like to know the best time to raise his proposals. Chair suggested when the section they pertain to is discussed.</p> <p>All amendments approved at the AGM must be legally reviewed.</p>	



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	<p>#1 Remove: It is proposed to amend the Letters Patent so that the objects shall be:</p> <p>Moved by Jeremy Baarbe; seconded by Baker Baha;</p> <p><b>That the Student Association at Durham College and UOIT Membership amend to call a question to amendment to remove: "It is proposed to amend the Letters Patent so that the objects shall be:</b></p> <p>Discussion – Jeremy stated he was advised by a consultant that this should remain in the By-Law. He will bring forward motions later in the meeting on the advice of the consultant. Chair clarified that the amended By-Law will be reviewed by Legal Council to confirm any changes are according to the Corporations Act.</p> <p><b>Motion Failed</b></p> <p>Moved by Vinayak Ethiraju; seconded by Sean Kell;</p> <p><b>That the Student Association at Durham College and UOIT Membership keep the definition of Elected Officer in the By-Laws.</b></p> <p><b>Motion Carried</b></p> <p>Moved by Vinayak Ethiraju; seconded by Jeremy Baarbe;</p> <p><b>That the Student Association at Durham College and UOIT Membership overturn the Board appointed amendment to add "Operational Policy shall mean any policy that supports the day to day operations of the Student Association, reviewed and approved by the Student Association Leadership Team by two-thirds (2/3) majority vote of the Elected Officers".</b></p> <p><b>Motion Carried</b></p> <p>Moved by Vinayak Ethiraju; seconded by Ryan Tompsett;</p> <p><b>That the Student Association at Durham College and UOIT Membership overturn the Board appointed amendment to change the quorum for a meeting of Members not less than one (1) percent of the total membership.</b> Vote to keep the quorum at 50 for a meeting of Members.</p> <p><b>Motion Carried</b></p> <p>Moved by Sean Kell; seconded by Tyler Patten;</p> <p><b>That the Student Association at Durham College and UOIT Membership allow every Member attending an AGM to hold one (1) proxy vote.</b></p>	
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	<p>A friendly amendment was made to increase to five (5) proxies per Member.</p> <p>A second friendly amendment was made to increase the maximum number of proxies each Member attending an AGM could hold would be fifty (50). Vote on the amendment of fifty (50) proxies. <b>Motion Carried</b></p> <p>Moved by Jeremy Baarbe; seconded by Heidi Kates;</p> <p><b>That the Student Association at Durham College and UOIT Membership change the wording of the amendment to: On votes recorded by a show of hands a member shall have their own vote and one (1) vote for each member who is entitled to vote at the meeting and who has given proxy to the Member to a maximum of fifty (50) proxies.</b> <b>Motion Carried</b></p> <p>Moved by Johnny Patty; seconded by Sean Kell;</p> <p><b>That the Student Association at Durham College and UOIT will notify each Member that has signed a proxy vote form allowing another Member to vote on their behalf at the AGM. Notification will be by Institutional email.</b> The By-Law Review Committee will determine the wording of the motion keeping the spirit and intent of the motion. <b>Motion Carried</b></p> <p>Moved by Jeremy Baarbe; seconded by Baker Baha;</p> <p><b>That the Student Association at Durham College and UOIT Membership include and Letters Patent in amendment #20.</b> <b>Motion Carried</b></p> <p>Sets the strategic vision of the Student Association through the Board's Ends Policies and Letters Patent.</p> <p>Moved by Vinayak Ethiraju; seconded by Ryan Tompsett;</p> <p><b>That the Student Association at Durham College and UOIT Membership do not allow Jeremy Baarbe to put forward any other motions.</b></p> <p>Rationale: Jeremy sat on the By-Law Review Committee and was overruled. <b>Motion Carried</b></p> <p>Moved by Jeremy Baarbe; seconded by Heidi Kates;</p>	
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	<p><b>That the Student Association at Durham College and UOIT Membership overturn the motion and allow Jeremy to put forward motions.</b> <b>Motion Failed</b></p> <p>Jeremy Baarbe verbally resigned from the Board of Directors and handed the Board Secretary a formal written notice to confirm at 7:56pm.</p> <p>The Members confirmed that the remuneration for the Board of Directors was passed at the first half of the AGM, \$35 per meeting for Directors and \$55 per meeting for the Chair. The remuneration will be effective May 1, 2013.</p> <p>Moved by Sean Kell; seconded by Heidi Kates;</p> <p><b>That the Student Association at Durham College and UOIT Membership approve amending the notice of Elections to Members to at least twenty (20) days.</b> <b>Motion Carried</b></p> <p>Moved by Vinayak Ethiraju; seconded by Matt ;</p> <p><b>That the Student Association at Durham College and UOIT Membership approve changing 7.4 to read, "The Elections Policy will govern the Elections of the Student Association.</b> <b>Motion Carried</b></p> <p>Moved by Vinayak Ethiraju; seconded by Heidi Kates;</p> <p><b>That the Student Association at Durham College and UOIT Membership approve changing "may" to "shall" in all statements in 8.3</b> <b>Motion Carried</b></p> <p>Moved by Ryan Lepage; seconded by Jeremy Baarbe;</p> <p><b>That the Student Association at Durham College and UOIT Membership overturn the addition of 8.3 a) a. and b) a. that would allow the Board of Directors to remove the President or Elected Officer from office.</b></p> <p>Discussion - that the Members could sign a petition to overturn a Board decision to remove the President or Elected Officer; Allow the Board of Directors to remove an Elected Officer if the offence is a grade 3 according to the Employee Handbook;</p> <p>Vinayak Ethiraju made a friendly amendment to only remove "violating the by-laws, policies and procedures, from 8.3 a) a regarding the removal of the President and add that the Members can file a petition for a meeting of Members if the Board of Directors removes the</p>	
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	<p>President or an Elected Officer.</p> <p>Moved by Jeremy Baarbe; seconded by Johnny Patty;</p> <p><b>That the Student Association at Durham College and UOIT Membership challenge the Chair.</b> The Chair clarified to the Members what the motion to challenge the Chair means.</p> <p style="text-align: right;"><b>Motion Failed</b></p> <p>Vote on original motion with amendment.</p> <p style="text-align: right;"><b>Motion Failed</b></p> <p>Moved by Jeremy Baarbe; seconded by Johnny Patty;</p> <p><b>That the Student Association at Durham College and UOIT Membership motion to challenge the process.</b></p> <p style="text-align: right;"><b>Motion Failed</b></p> <p>Moved by Ryan Lepage; seconded by Stephanie Wallace;</p> <p><b>That the Student Association at Durham College and UOIT Membership amend 8.4 to read “Elected Officer vacancies that occur after the By-Election shall be appointed by a Hiring Committee as struck by the Board.</b></p> <p style="text-align: right;"><b>Motion Carried</b></p> <p>Moved by Jeremy Baarbe; seconded by Heidi Kates;</p> <p><b>That the Student Association at Durham College and UOIT Membership change:</b></p> <p><b>9.1 a) iii to read “be responsible to the Board for the Student Association’s achievement of Letters Patent and compliance with the Executive Limitations policies, and delegate responsibility to the General Manager on a day-to-day basis”;</b></p> <p><b>remove iv) review and approve all operational policies and procedures of the Student Association; and remove “The President has the responsibility to develop an annual operating budget ...”</b></p> <p><b>Change to – There shall be a S.A.L.T. that works collaboratively and democratically to develop an annual operating budget and, following approval by the Board, to manage the affairs of the Student Association in accordance with that budget. S.A.L.T. shall also review and approve all operational policies and procedures of the SA by a two-thirds (2/3) vote of Elected Officers. S.A.L.T. shall be composed of the six Elected Officers, senior leadership of the operations and any hired f/t</b></p>	
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	<p>staff S.A.L.T. shall request. S.A.L.T. is accountable to the Board and each Elected Officer will sit an ex- officio member of the Board. The Board is responsible for reviewing each Elected Officer's performance, including making disciplinary action up to Grade 2 violations in accordance with Employee Handbook and By-Laws.</p> <p>S.A.L.T. has the authority and responsibility to review the performance of the GM of the SA, including making disciplinary action up to and including dismissal in accordance with the Employee Handbook and By-Laws. Jeremy Baarbe made a friendly amendment to his motion to add: "Subject to the supervision of the Board" to the last paragraph about the GM.</p> <p style="text-align: right;"><b>Motion Carried</b></p> <p>Moved by Vinayak Ethiraju; seconded by Johnny Patty;</p> <p><b>That the Student Association at Durham College and UOIT Membership strike section 9.2 and 9.3, duties of the VP of College Affairs and VP of University Affairs.</b> The Chair informed the Members that this section needs to be rewritten and suggested to add: <b>"As determined by the Board from time to time" to section 9.2 and 9.3.</b></p> <p style="text-align: right;"><b>Motion Carried</b></p> <p>Moved by Vinayak Ethiraju; seconded by Ryan Lepage;</p> <p><b>That the Student Association at Durham College and UOIT Membership change 10.3 to read: "The proposed agenda and materials pertaining to the proposed agenda, for regular schedule meetings, will be made available at the Student Association Office at least one (1) business day in advance of the meeting, and failure to do so shall invalidate the meeting.</b></p> <p style="text-align: right;"><b>Motion Carried</b></p> <p>Moved by Jeremy Baarbe; seconded by Vinayak Ethiraju;</p> <p><b>That the Student Association at Durham College and UOIT Membership change notice from Members wishing to attend a Board meeting must give two days notice; change the President is expected to attend Board meetings to Elected Officers are expected to attend Board meetings; change at the President's request to the Boards request. Add – Non Directors may not attend In-Camera meetings of the Board unless invited.</b></p> <p style="text-align: right;"><b>Motion Carried</b></p>	
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	<p>Moved by Vinayak Ethiraju; seconded by Ryan Lepage;</p> <p><b>That the Student Association at Durham College and UOIT Membership remove the requirement of giving two days notice to attend a Board meeting.</b></p> <p>Chair made a friendly amendment to change the word “<b>must</b>” to “<b>should</b>” so the Board has time to make accommodations and change the location of the meeting if necessary.</p> <p><b>Motion Carried</b></p> <p>Moved by Jeremy Baarbe; seconded by Mike Farrington ;</p> <p><b>That the Student Association at Durham College and UOIT Membership change 10:5 to read: “As the Boards direct reports, all Elected Officers are expected to attend all Board meetings to act as the Board’s primary resource. Other Officers and staff of the SA may attend meetings to answer inquires at the Boards request.</b></p> <p><b>Motion Carried</b></p> <p>Moved by Vinayak Ethiraju; seconded by Ryan Lepage;</p> <p><b>That the Student Association at Durham College and UOIT Membership change 10.6 to read: “the quorum for meetings of Directors shall be 50% + 1 of the Directors then in office.</b></p> <p><b>Motion Carried</b></p> <p>Moved by Jeremy Baarbe; seconded by Ryan Lepage;</p> <p><b>That the Student Association at Durham College and UOIT Membership add Article (#11) to the By-Law Student Association Leadership Team.</b></p> <p><b>ARTICLE 11: STUDENT ASSOCIATION LEADERSHIP TEAM (S.A.L.T.)</b></p> <p><b>11.1 Composition of S.A.L.T.</b> S.A.L.T. is a committee of Elected Officers, senior leadership of the operations and any full-time hired staff S.A.L.T. requests.</p> <p><b>11.2 Responsibility of S.A.L.T.</b> S.A.L.T. is granted the responsibility and the necessary power to manage the day-to-day operations of the Student Association. For such purpose S.A.L.T. may a) Collaboratively discuss and vote, with a two-thirds (2/3) majority of Elected Officers, to review and amend operational policies and procedures; b) Collaboratively develop and vote, with a two-thirds (2/3) majority of Elected Officers, on an annual</p>	
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	<p>operating budget, and c) Strike operational committees to carry out day-to-day initiatives subject to the Boards approval.</p> <p>Vinayak Ethiraju made a friendly amendment to add or by a resolution of the Members. Governance lawyer noted that it is not in the best interest of the organization to have Members change policies. Members do not have a fiduciary responsibility to the organization. Could add to require policies to be presented and request input. Friendly amendment was not accepted. Vote on original motion.</p> <p style="text-align: right;"><b>Motion Carried</b></p> <p>Moved by Jeremy Baarbe; seconded by Johnny Patty;</p> <p><b>That the Student Association at Durham College and UOIT Membership approve any two Directors or Elected Officers to sign the By-Law to certify it as a true copy. The By-Law is effective the day the Members confirmed, April 3, 20123,</b></p> <p style="text-align: right;"><b>Motion Carried</b></p> <p>Moved by Ryan Lepage; seconded by Matt ;</p> <p><b>That the Student Association at Durham College and UOIT Membership add and reconstituted on 3<sup>rd</sup> day of April, 2013. Strike President and Chair from signature line.</b></p> <p style="text-align: right;"><b>Motion Carried</b></p> <p>Moved by Sean Kell; seconded by Ryan Lepage;</p> <p><b>That the Student Association at Durham College and UOIT Membership approve the amended By-Laws including Member amendments that were approved.</b></p> <p style="text-align: right;"><b>Motion Carried with 2/3 vote of Members in favour</b></p>	
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**ADJOURNMENT:**

Meeting was terminated at 9:55pm.